



## Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

Regd. Office : 67, Mount Road, Guindy, Chennai - 600 032. Phone : (91) (044) 22301094-97, 22354415-16 & 18

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TNPL - The Corporate Identity Number : L22121TN1979PLC007799

19<sup>th</sup> May, 2024

|   |   |
|---|---|
| To<br>BSE Limited (BSE)<br>Corporate Relationship Department<br>Phiroze Jeejeebhoy Towers<br>25 <sup>th</sup> Floor, Dalal Street<br>Mumbai- 400001<br>BSE Scrip Code: 531426 | To<br>National Stock Exchange of India Limited (NSE)<br>Listing Department<br>Exchange Plaza, 5 <sup>th</sup> Floor,<br>Plot No. C/1, G Block,<br>Bandra Kurla Complex,<br>Bandra (East), Mumbai – 400051<br>NSE Code: TNPL |
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**Sub.: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018**

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Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 we are submitting the Annual Secretarial Compliance for the Financial Year ended 31<sup>st</sup> March, 2024.

This is for your information.

Thanking you,  
For Tamil Nadu Newsprint and Papers Limited

Anuradha Ponraj  
Company Secretary & Compliance Officer  
ICSI Membership No: A26150  
Email Id: anuradha.p@tnpl.co.in  
Contact No: 044-22354417

Encl: a/a.

**SECRETARIAL COMPLIANCE REPORT OF TAMIL NADU NEWSPRINT AND  
PAPERS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**

ISIN: INE107A01015

We, R. SRIDHARAN & ASSOCIATES, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by TAMIL NADU NEWSPRINT AND PAPERS LIMITED [Corporate Identification Number: L22121TN1979PLC007799] (herein after referred as "the listed entity") having its Registered office at 67, Mount Road, Guindy, Chennai – 600032.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: <https://www.tnpl.com/>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31<sup>st</sup> March, 2024 in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review);
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review);
- f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the year under review);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the year under review);

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h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review);**

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018  
and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following: -

| Sr. No | Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)  | Regulation/ Circular No.                         | Deviations  | Action Taken by  | Type of Action | Details of violation  | Fine Amount (Rs)                                     | Observations / Remarks of the Practicing Company Secretary       | Management Response  | Remarks                      |
|--------|--|--|---|--|----------------|---|--|--|--|------------------------------|
| 1.     | Board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors. | Regulation 17(1)(a) of SEBI Listing Regulations. | There was no woman independent director during the period from 1 <sup>st</sup> July, 2023 to 26 <sup>th</sup> November, 2023                  | BSE Limited (BSE) & National Stock exchange of India Limited (NSE) | Fine           | Delay in appointment of Woman Independent Director  | BSE for Rs. 3,42,200/-<br>NSE for Rs. 3,42,200/-     | Delay in appointment of woman Independent director in the Board. | As informed by the listed entity, due to certain unforeseen circumstances, there was a delay in identifying a person whose knowledge and skills commensurate with the functioning and operations of the Company. | Fine paid.<br>Action closed. |
| 2.     | The Board of Directors shall constitute the Nomination and Remuneration Committee with at least two-third of Members of the committee as Independent Directors   | Regulation 19(1)(c) of SEBI Listing Regulations. | The Listed entity did not have a properly constituted Nomination and Remuneration Committee for the period between 1 <sup>st</sup> July, 2023 | BSE Limited (BSE) & National Stock exchange of India Limited (NSE) | Fine           | Non-compliance with the Constitution of Nomination and Remuneration Committee due to delay in appointment | BSE for Rs. 1,55,760/-<br>and NSE for Rs. 1,55,760/- | Delay in appointment of Independent Director                     | As informed by the listed entity, due to certain unforeseen circumstances, there was a delay in identifying a person whose knowledge and skills commensurate with the  |                              |

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|    |  |   |  |  |      |  |   |   |  |
|----|--|---|--|--|------|--|---|---|--|
|    |  |   | to 28 <sup>th</sup> November, 2023   |  |      | nt of Independent Director                           |   |   | functioning and operations of the Company.<br><br>Fine paid.<br>Action closed.   |
| 3. | The Board of Directors shall constitute the Stakeholder Relationship Committee with at least one Independent Director of the Committee | Regulation 20(2) / (2A) of SEBI Listing Regulations | The Listed entity has received fines relating to Non-compliance in the constitution of Stakeholder Relationship Committee for the quarter ended 31 <sup>st</sup> December, 2023. | BSE Limited (BSE) & National Stock exchange of India Limited (NSE) | Fine | The Company has paid fine levied by Stock exchanges. | BSE for Rs. 1,03,840/- and NSE for Rs. 1,34,520/- | - | As informed by the listed entity, due to certain unforeseen circumstances, there was a delay in identifying a person whose knowledge and skills commensurate with the functioning and operations of the Company.<br><br>Fine paid.<br>Action closed. |

(b)The listed entity has taken the following actions to comply with the observations made in the previous reports:

| Sr. No | Compliance Requirement (Regulations/circulars/ guidelines including specific clauses) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of violation | Fine Amount (Rs) | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--------------------------|------------|-----------------|----------------|----------------------|------------------|---|---------------------|---------|
| NIL    |   |                          |            |                 |                |                      |                  |   |                     |         |

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

| Sr. No. | Particulars  | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| 1.      | <u>Secretarial Standards</u><br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | YES                           | -                            |

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|    |  |                                      |  |
|----|--|--------------------------------------|--|
| 2. | <p><u>Adoption and timely updation of the Policies</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>   | YES<br><br>YES                       | -  |
| 3. | <p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under aseparate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul> | YES<br><br>YES<br><br>YES            | -  |
| 4. | <p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>  | YES                                  | -  |
| 5. | <p><u>Details related to Subsidiaries of listed entities</u></p> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies.</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>  | Not Applicable<br><br>Not Applicable | The Listed Entity does not have a subsidiary |
| 6. | <p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>   | YES                                  | -  |





|     |  |                           |  |
|-----|--|---------------------------|--|
| 7.  | <u>Performance Evaluation</u><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.   | YES                       | -  |
| 8.  | <u>Related Party Transactions</u> <ul style="list-style-type: none"><li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or)</li><li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</li></ul> | YES<br><br>NOT APPLICABLE | -<br><br>All Related party Transactions were entered after obtaining prior approval of Audit Committee |
| 9.  | <u>Disclosure of events or information</u><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.   | YES                       | -  |
| 10. | <u>Prohibition of Insider Trading</u><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.   | YES                       | -  |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any</u><br>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.  | NO                        | Kindly refer to the table above.   |
| 12. | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u><br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with  | NOT APPLICABLE            | -  |





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|-----|--|-----|--|
|     | paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. |     |  |
| 13. | <u>Additional Non-compliances, if any</u><br><br>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.             | YES |  |

FOR R. SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES



CS R. SRIDHARAN

C.P NO.3239

FCS.NO.4775

PR.NO.657/2020

UIN: S2003TN063400

UDIN: F004775F000370228

PLACE : CHENNAI  
DATE : 15<sup>TH</sup> MAY, 2024